

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

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In re:

CLARK RETAIL ENTERPRISES, INC., a  
Delaware corporation; and CLARK RETAIL  
GROUP, INC., a Delaware corporation

Debtors.

Case No. 02-40045 (JHS)  
Chapter 11  
(Jointly Administered with  
Case No. 02-40046 (JHS))  
Hon. John H. Squires

[This Pleading Applies To Both Cases]

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**[AGREED] ORDER PURSUANT TO 11 U.S.C. §§ 102 AND 105(a), BANKRUPTCY  
RULES 2002(m) AND 9007, AND LOCAL RULES 101 AND 402 ESTABLISHING  
OMNIBUS HEARING DATES AND CERTAIN NOTICE, CASE  
MANAGEMENT AND ADMINISTRATIVE PROCEDURES**

Upon the "Motion For An Order Pursuant To 11 U.S.C. §§ 102 And 105(a), Bankruptcy Rules 2002(m) And 9007, And Local Rules 101 And 402 Establishing Omnibus Hearing Dates And Certain Notice, Case Management And Administrative Procedures" dated October 21, 2002 (the "Motion") wherein Clark Retail Enterprises, Inc. ("CRE") and Clark Retail Group, Inc. ("CRG"), debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), applied to this Court for an Order, pursuant to sections 102(1) and 105(a) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), Rules 2002(m) and 9007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 101 and 402 of the Local Rules For The United States District Court and the United States Bankruptcy Court for the Northern District Of Illinois (the "Local Rules"), establishing certain omnibus hearing dates and certain notice, case management, and

administrative procedures in the Debtors' chapter 11 cases, the Court finds that: (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. 157(b)(2); (iii) the relief requested in the Motion is in the best interests of the Debtors, their estates and their creditors; (iv) proper and adequate notice of the Motion and the hearing thereon has been given and that no other or further notice is necessary; and (v) upon the record herein after due deliberation thereon, it appearing that good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is hereby GRANTED.

2. **Monthly Omnibus Hearings.** The Court shall conduct omnibus hearings on the following dates in these cases (the "Omnibus Hearing Dates"):

**Tuesday, November 26, 2002 at 8:30 a.m. (Prevailing Central Time)**

**Tuesday, December 24, 2002 at 8:30 a.m. (Prevailing Central Time)**

3. Omnibus Hearing Dates will occur thereafter as may be scheduled by the Court. The Debtors will provide notice of such further Omnibus Hearings Dates as they are scheduled. All matters requiring a hearing in these cases shall be set for and be heard on Omnibus Hearing Dates unless alternative hearing dates are approved by the Court for good cause shown.

4. **Agenda Letters.** Prior to each Omnibus Hearing Date, the Debtors will prepare an agenda that lists the matters scheduled to be heard on that respective date (an "Agenda Letter"). Forty-eight (48) hours prior to each Omnibus Hearing Date, the Debtors will deliver a copy of the Agenda Letter to the Court, and serve the Agenda Letter on the Service List (as defined below) via facsimile and/or email. To the extent that the agenda for any Omnibus Hearing Date changes after the Agenda Letter has been delivered and served (i.e., if any matters scheduled to be heard have been continued or settled), the Debtors will deliver an amended version of the Agenda Letter (the "Amended Agenda Letter") to the Court, and serve the Amended Agenda Letter on the Service List via facsimile and/or email, at least twenty-four (24)

hours prior to each Omnibus Hearing Date.

5. **Proposed Notice Procedures.** Any entity submitting a notice, motion or application, and all briefs, memoranda, affidavits, declarations, or other documents filed concurrently in support thereof in these cases (collectively, the "Filings"), is required to comply with the notice procedures described below (the "Notice Procedures"). Pursuant to the Notice Procedures, any party making a Filing shall serve such Filing and notice thereof (the "Notice") on the list of parties or entities designated in the "Order Pursuant To 11 U.S.C. §§ 102 And 105(a) And Bankruptcy Rules 2002(m) And 9007 Establishing Certain Notice Procedures" entered on the Petition Date, which includes the United States Trustee, the Internal Revenue Service, counsel for the Debtors, counsel for the Debtors' prepetition lenders, counsel for any committee once appointed, parties filing a Request For Notice (as defined below), and any other party with a particularized interest in the matter at hand (collectively, the "Service List"). All Notices shall include the title of the Filing, the time and date of any objection deadline, and the Omnibus Hearing Date (or other hearing date as ordered by the Court) on which the Filing will be heard (the "Applicable Hearing Date").

6. All Filings that are motions or applications for relief shall either be served by regular mail, overnight mail, or email, subject to the procedures described below. Any Filing that is filed and served solely on one or more parties entitled to notice of such Filing via regular mail: (a) fourteen (14)<sup>1</sup> days or more prior to the next Omnibus Hearing Date, shall be set for hearing at such Omnibus Hearing Date; and (b) less than fourteen (14) days prior to the next Omnibus Hearing Date, shall be set for hearing on the Omnibus Hearing Date following the next scheduled omnibus hearing.

7. Any Filing that is filed and served on all parties entitled to notice of that Filing via overnight mail and/or email: (a) ten (10) days or more prior to the next Omnibus Hearing Date shall be set for hearing at such Omnibus Hearing Date; and (b) less than ten (10)

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<sup>1</sup> Any computation of time required in accordance with the Notice Procedures shall be performed pursuant to the provisions of Bankruptcy Rule 9006 and applicable Local Rules, if any.

days prior to the next Omnibus Hearing Date shall be set for hearing on the Omnibus Hearing Date following the next scheduled omnibus hearing.

8. The objection deadline for any Filing that is a motion or application for relief is: (a) the seventh (7th) calendar date before the Applicable Hearing Date if the Filing is served at least twenty (20) days prior to the Applicable Hearing Date; (b) the third (3rd) calendar date before the Applicable Hearing Date if the Filing is served less than twenty (20) but at least ten (10) days prior to the Applicable Hearing Date; or (c) as otherwise ordered by the Court for cause shown. The relief requested in the Filing will be granted without a hearing if no objection is timely filed.

9. Pursuant to Local Rule 402F, the Applicable Hearing Date is the date of any "request" to modify the automatic stay under section 362 of the Bankruptcy Code. In accordance with the Notice Procedures outlined above (including the provisions for service via regular mail, overnight mail and email), and pursuant to section 362(e) of the Bankruptcy Code, unless the Court orders otherwise, for good cause shown, where the Filing is a motion for relief from the automatic stay pursuant to 11 U.S.C. § 362(d) and where such motion is filed more than fourteen (14) days before the next scheduled Omnibus Hearing Date, the preliminary hearing in such matter will be set on such Omnibus Hearing Date. The preliminary hearing for any such motion that is filed less than fourteen (14) days before the next Omnibus Hearing Date shall be the Omnibus Hearing Date following the next scheduled omnibus hearing. Except as specifically set forth herein, all other procedures for such motions shall otherwise conform to the Local Rules and the Bankruptcy Rules.

10. All objections, responses or statements in support of Filings as well as any replies thereto (collectively "Responses") need only be served on counsel who served such Filings and the Service List, provided that all such Responses are served so as to be actually received by such parties by the applicable objection deadline.

11. Nothing in the Notice Procedures shall impair any party's rights to obtain emergency hearings or hearings on shortened notice on motions and applications, for cause

shown, pursuant to the Local Rules. However, any request for a hearing made less than ten (10) days prior to the requested hearing date (Omnibus or otherwise), other than requests regarding routine administrative matters (such as continuances, etc.), shall be considered a request for an "emergency hearing," and any such request for an "emergency hearing" must comply with the Local Rules and show cause to be heard on an emergency basis. Nothing shall prejudice: (i) the right of any party in interest to move the Court to further limit or expand notice of such matters and proceedings upon a showing of good cause, including, but not limited to, the right to file a motion seeking emergency ex parte consideration or consideration upon shortened time; or (ii) the rights of any party to seek enlargement or reduction of a time period under Bankruptcy Rule 9006(b) or (c).

12. Notice given in accordance with the Notice Procedures is deemed adequate pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Local Rules. However, the Notice Procedures are not intended to vary any of the mandatory notice provisions contained in Bankruptcy Rule 2002, or elsewhere in the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules.

13. If any person makes any Filing in contravention of the Omnibus Hearing Date process by, among other things, setting a hearing on such Filing for a date and time other than an Omnibus Hearing Date without an order from this Court authorizing such hearing for cause, the Debtors shall forward a copy of this Order to such person within three (3) business days after receipt. If such Filing is filed at least twenty (20) days prior to the next Omnibus Hearing Date, then the hearing with respect to such Filing shall be deemed to be on such Omnibus Hearing Date. If such Filing is filed less than twenty (20) days prior to the next Omnibus Hearing Date, then the hearing with respect to such filing shall be the Omnibus Hearing Date following the next scheduled omnibus hearing.

14. **Optional E-mail Service.** All parties entitled to notice in these cases, including the Service List, shall have the option to receive service by email. The Debtors shall send out a consent form to all parties on the Service List that will allow those parties to consent

to service via email only, and to provide an email address(es) on which service can be effected. The Debtors will compile an email service list (the "E-Mail Service List") and file it with the Court within thirty (30) days of the granting of this Order, where it will be available for use by any other party that wishes to affect notice or service by email. The Debtors will continue to update the E-Mail Service List during the pendency of these cases and will file an updated copy of the E-Mail Service List with the Court each month.

15. Unless otherwise provided by the Bankruptcy Rules, any pleading noticed and served by email shall be served in accordance with the Notice Procedures. All pleadings noticed and served by email shall be served in Adobe Acrobat PDF or Microsoft Word file formats. Parties can obtain free Adobe Acrobat viewing software over the Internet at the URL [<www.adobe.com/products/acrobat/readstep.html>](http://www.adobe.com/products/acrobat/readstep.html). All pleadings noticed and served by email may use a "/s/" designation in place of an original signature, but the certificate of service accompanying such pleading must indicate that in all other respects, the pleading is identical to the pleading filed with the Court, which includes an original signature, and an original hard copy of such pleading must be filed with the Court as set forth in the Local Rules.

16. Although no party will be required to notice and serve pleadings by email, the Debtors request that any entity that wishes to notice and serve pleadings by email must comply with preceding procedures.

17. **Notice and Implementation of Procedures.** Parties who desire to be added to the Service List shall file a written request to that effect (a "Request For Notice") with the Court and serve the Request For Notice on: a) the Debtors' reorganization counsel: Stutman, Treister & Glatt Professional Corporation, 3699 Wilshire Boulevard, Suite 900, Los Angeles, California 90010, facsimile: 213/251-5288 (Attn: Marina Fineman); and b) the Debtors' local counsel, Latham & Watkins Professional Corporation, 233 South Wacker Drive, Sears Tower, Suite 5800, Chicago, Illinois 60606-6401, facsimile: 312/993-9767 (Attn: Timothy Barnes), setting forth the reasons for their request, including their interest in these cases. The Debtors shall have fourteen (14) days to consider any such Request For Notice. If the Debtors

do not respond to the Request For Notice, the requesting party shall be added to the Service List. If the Debtors do not deem the Request For Notice to be reasonable, they will file a written objection to the Request For Notice within fourteen (14) days. Once the Debtors file an objection to a Request For Notice, the requesting party may move the Court, in accordance with the Notice Procedures and for good cause shown, to be added to the Service List.

18. On the last day of each calendar month, or as soon thereafter as is practicable, a copy of this Order, as may be modified or amended from time to time, shall be served by the Debtors on each party that has made a Request For Notice in these cases during the preceding month. In addition, the Debtors will file a copy of the updated Service List with the Court each month.

19. All Routine Motions to Receive Notice that were filed prior to the date that this Order is entered shall be deemed approved, subject to the Debtors' right to object in accordance with the procedures set forth above.

20. The Court may conduct case status conferences pursuant to 11 U.S.C. § 105 to review these matters from time to time with representatives of the Debtors.

Dated: Chicago, Illinois  
October 30, 2002



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UNITED STATES BANKRUPTCY JUDGE